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Deeb - Brainard, P.A.  
Attorneys at Law

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\*Also admitted in North Carolina  
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December 20, 2000

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-12/22/00--01012--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: South Florida Capital, Inc.

Dear Sir or Madam:

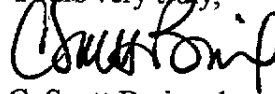
Enclosed please find the following regarding the above referenced corporation:

1. Original and one photocopy of the Articles of Incorporation for South Florida Capital, Inc.
2. Check in the amount of \$78.75.

Please file the Articles in the records of the Division of Corporations and return to this office the Certificate of Incorporation and a certified copy of the Articles.

If you have any questions, please do not hesitate to contact my office.

Yours very truly,



C. Scott Brainard

CSB/sb

Enclosures

FILED  
00 DEC 22 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA CAPITAL, INC.

FILED  
00 DEC 22 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is SOUTH FLORIDA CAPITAL, INC., and its principal office or mailing address is 1929 Illinois Avenue NE, St. Petersburg, FL 33703.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1929 Illinois Avenue NE, St. Petersburg, FL 33703, and the name of the initial registered agent is Kenneth P. Slaby.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth P. Slaby	1929 Illinois Avenue NE St. Petersburg, FL 33703

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth P. Slaby	1929 Illinois Avenue NE St. Petersburg, FL 33703

#### ARTICLE 8: NO CUMULATIVE VOTING

There shall be no cumulative voting in any election for directors of the Corporation.

#### ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

#### ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

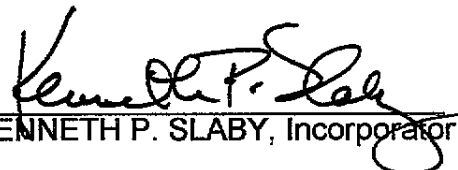
#### ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE 12: AMENDMENT

The power to alter or amend these Articles, and to adopt new provisions for these Articles, is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of December, 2000.

  
KENNETH P. SLABY, Incorporator

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 20<sup>th</sup> day of December, 2000.

  
KENNETH P. SLABY  
Registered Agent